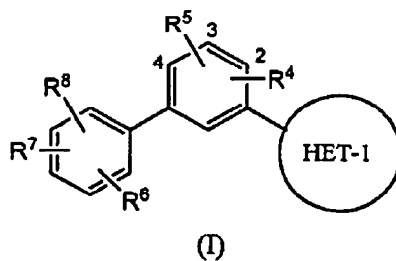


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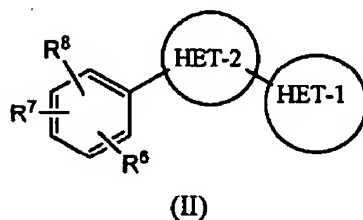
Page 2

In the Claims

1. (Currently Amended) A compound represented by Formula (I) or (II):

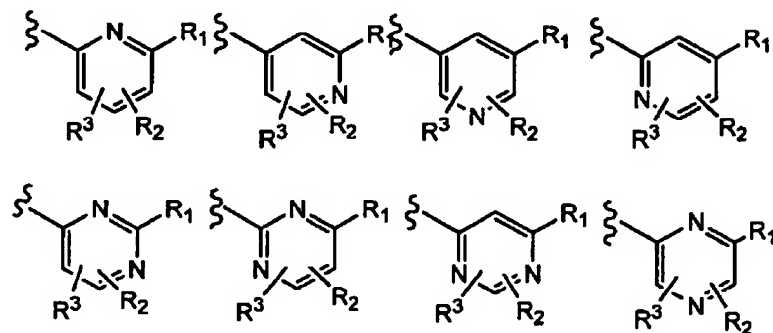


or



or a pharmaceutically acceptable salt thereof, wherein

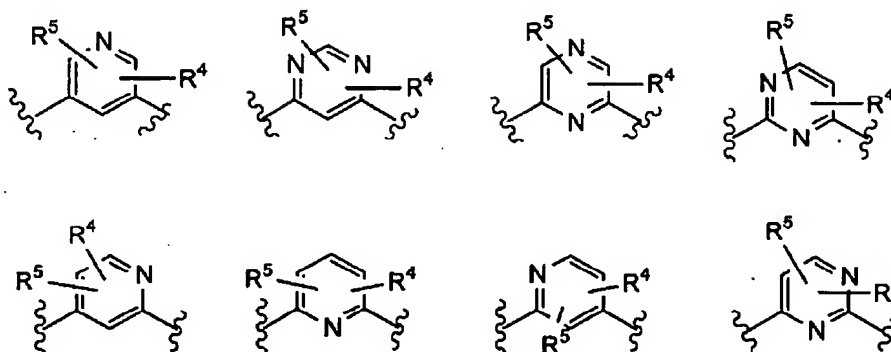
HET-1 is one of the following heterocycles:



HET-2 is one of the following heterocycles:

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R¹ is:

(a) H;

(b) C₁-C₆-alkyl, C₂-C₄-alkenyl, C₂-C₄-alkynyl, C₁-C₆-cycloalkyl, or C₁-C₄-alkyl-[C₁-C₆-cycloalkyl], any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, O-CONR^aR^b, NR^aR^b, N(R^a)CONR^aR^b, COO-(C₁-C₄)alkyl, COOH, CN, CONR^aR^b, SO₂NR^aR^b, N(R^a)SO₂NR^aR^b, -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(c) -O-C₁-C₆-alkyl, -O-C₁-C₆-cycloalkyl, -S-C₁-C₆-alkyl or -S-C₁-C₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, O-CONR^aR^b, NR^aR^b, N(R^a)CONR^aR^b, COO-(C₁-C₄)alkyl, COOH, CN, CONR^aR^b, SO₂NR^aR^b, N(R^a)SO₂NR^aR^b, -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(d) -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl, or -O-C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl;

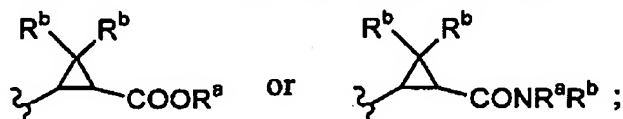
(e) -OH;

(f) -O-aryl, or -O-C₁-C₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-

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- O-, -C(O)-N(Ra)-, -N(Ra)-C(O)-, -N(Ra)-C(O)-N(Ra)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C- ;
- (g) -OCON(Ra)(Rb), or -OSO₂N(Ra)(Rb);
- (h) -SH, or -SCON(Ra)(Rb);
- (i) NO₂;
- (j) NR^aR^b, -N(COR^a)R^b, -N(SO₂R^a)R^b, -N(Ra)CON(Ra)₂, -N(Ra)CONH₂, -N(ORa)CONR^aR^b, -N(Ra)CON(Ra)₂, or -N(Ra)SO₂N(Ra)₂;
- (k) -CH(OR^a)R^a, -C(OR^b)CF₃, -CH(NHR^b)R^a, -C(=O)R^a, C(=O)CF₃, -SOCH₃, -SO₂CH₃, -N(R^a)SO₂R^a, COOR^a, CN, CONR^aR^b, -COCONR^aR^b, -SO₂NR^aR^b, -CH₂O-SO₂NR^aR^b, SO₂N(R^a)OR^a, -C(=NH)NH₂, -CR^a=N-OR^a, CH=CHCONR^aR^b, CONR^a, CONHR^a;
- (l) -CONR^a(CH₂)₀₋₂C(R^a)(R^b)(CH₂)₀₋₂CONR^aR^b;
- (m) tetrazolyl, tetrazolinonyl, triazolyl, triazolinonyl, imidazolyl, imidazolonyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrazolonyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, or phenyl, any of which is optionally substituted with 1-3 independent substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)R^a, v) C₁-C₆-alkyl, vi) -O-R^a, vii) -NR^aR^b, viii) -C₀-C₄-alkyl -CO-O R^a, ix) -(C₀-C₄-alkyl)-NH-CO-OR^a, x) -(C₀-C₄-alkyl)-CO-NR^aR^b, xi) -S(O)₀₋₂R^a, xii) -SO₂NR^aR^b, xiii) -NHSO₂R^a, xiv) -C₁-C₄-perfluoroalkyl, and xv) -O-C₁-C₄-perfluoroalkyl;
- (n) -C(R^a)=C(R^b)-COOR^a, or -C(R^a)=C(R^b)-CONR^aR^b ;
- (o) piperidin-1-yl, morpholin-4-yl, pyrrolidin-1-yl, piperazin-1-yl or 4-substituted piperazin-1-yl, any of which is optionally substituted with 1-3 substituents selected from



- i) -CN, ii) -C(=O)(R^a), iii) C₁-C₆-alkyl, iv) -OR^a, v) -NR^aR^b, vi) -C₀-C₄-alkyl-CO-OR^a, vii) -(C₀-C₄-alkyl)-NH-CO-OR^a, viii) -(C₀-C₄-alkyl)-CON(R^a)(R^b), ix) -SR^a, x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁-C₄-perfluoroalkyl and xiv) -O-C₁-C₄-perfluoroalkyl;

R^a is

- (a) H;
- (b) C₁-C₄-alkyl, optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, -OCONH₂, -OCONH(C₁-C₄alkyl), -OCON(C₁-C₄alkyl)(C₁-C₄alkyl), -OCONH(C₁-C₄alkyl-aryl), -OCON(C₁-C₄alkyl)(C₁-C₄alkyl-aryl), NH₂, NH(C₁-C₄alkyl), N(C₁-C₄alkyl)(C₁-C₄alkyl), NH(C₁-C₄alkyl)-

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aryl), N(C₁-C₄alkyl)(C₁-C₄alkyl-aryl), NHCONH₂, NHCONH(C₁-C₄alkyl), NHCONH(C₁-C₄alkyl-aryl), -NHCON(C₁-C₄alkyl)(C₁-C₄alkyl), NHCON(C₁-C₄alkyl)(C₁-C₄alkyl-aryl), N(C₁-C₄alkyl)CON(C₁-C₄alkyl)(C₁-C₄alkyl), N(C₁-C₄alkyl)CON(C₁-C₄alkyl)(C₁-C₄alkyl-aryl), COO-(C₁-C₄-alkyl), COOH, CN, CONH₂, CONH(C₁-C₄alkyl), CON(C₁-C₄alkyl)(C₁-C₄alkyl), SO₂NH₂, SO₂NH(C₁-C₄alkyl), SO₂NH(C₁-C₄alkyl-aryl), SO₂N(C₁-C₄alkyl)(C₁-C₄alkyl), NHSO₂NH₂, -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(c) C₀-C₄-alkyl-(C₁-C₄)-perfluoroalkyl; or

(d) C₁-C₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(C₁-C₄-alkyl), v) -O(C₁-C₄-alkyl), vi) -N(C₁-C₄-alkyl)(C₁-C₄-alkyl), vii) -C₁-10alkyl, and viii) -C₁-10alkyl, wherein one or more of the alkyl carbons can be replaced by a , - O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

R^b is

(a) H; or

(b) C₁-C₆-alkyl, optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, -OCONH₂, -OCONH(C₁-C₄alkyl), NH₂, NH, NH(C₁-C₄alkyl), N(C₁-C₄alkyl), N(C₁-C₄alkyl)(C₁-C₄alkyl), NHCONH₂, NHCONH(C₁-C₄alkyl), -NHCON(C₁-C₄alkyl)(C₁-C₄alkyl), COO-(C₁-C₄-alkyl), COOH, CN, pyridyl, piperidinyl, pyrimidinyl, piperazinyl, CONH₂ or (C₁-C₄alkyl)CONH₂; or

R^a and R^b, together with the N to which they are attached, can form a 5- or 6-membered ring which optionally contains a heteroatom selected from N, O, and S, and wherein said ring is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁-10alkyl, and xiv) -O-;

R² and R³ each independently is:

(a) H;

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- (b) -C₁-C₄-alkyl, or -O-C₁-C₄-alkyl;
 (c) -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl, or -O-C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl; or
 (d) CN, N R^a R^b, NO₂, F, Cl, Br, I, OH, OCONR^a R^b, O(C₁-C₄-alkyl)CONR^a R^b, -OSO₂NR^a R^b, COOR^a, or CONR^a R^b;

R⁴ and R⁵ each independently is:

- (a) H;
 (b) -C₁-C₆-alkyl, -C₂-C₆-alkenyl, -C₂-C₆-alkynyl or -C₁-C₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, -O-(C₁-C₄)alkyl, CN, -N(R^a)(R^b), -N(R^a)CO-(C₁-C₄)alkyl, COOR^b, CON(R^a)(R^b) and phenyl;
 (c) -O-C₀-C₆-alkyl, -O-aryl, or -O-C₁-C₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀-4alkyl-CO-OR^a, viii) -(C₀-4alkyl)-NH-CO-OR^a, ix) -(C₀-4alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁-10alkyl, and xiv) -C₁-10alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;
 (d) -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl, or -O-C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl; or
 (e) CN, NH₂, NO₂, F, Cl, Br, I, OH, OCON(R^a)(R^b) O(C₁-C₄-alkyl)CONR^aR^b, -OSO₂N(R^a)(R^b), COOR^b, CON(R^a)(R^b), or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀-4alkyl-CO-OR^a, viii) -(C₀-4alkyl)-NH-CO-OR^a, ix) -(C₀-4alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁-10alkyl, and xiv) -C₁-10alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-; and

R⁶, R⁷ and R⁸ each independently is:

- (a) H;
 (b) C₁-C₆-alkyl, C₂-C₄-alkenyl, C₂-C₄-alkynyl or C₁-C₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-

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C₄)alkyl, OCON(R^a)(R^b), NR^aR^b, COOR^a, CN, CONR^aR^b, N(R^a)CONR^aR^b, N(R^a)SO₂NR^aR^b, SO₂NR^aR^b, S(O)₀₋₂(C₁-C₄-alkyl), -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, and piperazinyl;

(c) -O-C₁-C₆-alkyl, -O-C₁-C₆-cycloalkyl, -S-C₁-C₆-alkyl or -S-C₁-C₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, NH₂, NH(C₁-C₄-alkyl), N(C₁-C₄-alkyl)₂, COOH, CN, CONH₂, CONH(C₁-C₄-alkyl), CONH(C₁-C₄-alkyl)₂, SO₂NH₂, SO₂NH(C₁-C₄-alkyl), tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;

(d) -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl, or -O-C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl;

(e) -O-aryl, or -O-C₁-C₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-; or

(f) CN, N(R^a)(R^b), NO₂, F, Cl, Br, I, -OR^a, -SR^a, -OCON(R^a)(R^b), -OSO₂N(R^a)(R^b), COOR^b, CON(R^a)(R^b), -N(R^a)CON(R^a)(R^b), -N(R^a)SO₂N(R^a)(R^b), -C(OR^b)R^a, -C(OR^a)CF₃, -C(NHR^a)CF₃, -C(=O)R^a, C(=O)CF₃, -SOCH₃, -SO₂CH₃, -NHSO₂(C₁₋₆-alkyl), -NHSO₂-aryl, SO₂N(R^a)(R^b), -CH₂OSO₂N(R^a)(R^b), SO₂N(R^b)-OR^a, -C(=NH)NH₂, -CR^a=N-OR^a, CH=CH or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-; or when R⁶ and R⁷ are present on adjacent carbon

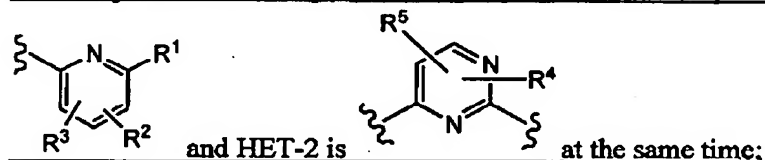
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atoms, R⁶ and R⁷, together with the benzene ring to which they are attached, can form a bicyclic aromatic ring selected from naphthyl, indolyl, quinoliny, isoquinoliny, quinoxaliny, benzofuryl, benzothienyl, benzoxazolyl, benzothiazolyl, and benzimidazolyl, any of which is optionally substituted with 1-4 independent substituents selected from i) halogen, ii) -CN, iii) -NO₂, iv) -CHO, v) -O-C₁₋₄alkyl, vi) -N(C₀₋₄alkyl)(C₀₋₄alkyl), vii) -C₀₋₄alkyl-CO-O(C₀₋₄alkyl), viii) -(C₀₋₄alkyl)-NH-CO-O(C₀₋₄alkyl), ix) -(C₀₋₄alkyl)-CO-N(C₀₋₄alkyl)(C₀₋₄alkyl), x) -S(C₀₋₄alkyl), xi) -S(O)(C₁₋₄alkyl), xii) -SO₂(C₀₋₄alkyl), xiii) -SO₂N(C₀₋₄alkyl)(C₀₋₄alkyl), xiv) -NH-SO₂(C₀₋₄alkyl)(C₀₋₄alkyl), xv) -C₁₋₁₀alkyl and xvi) -C₁₋₁₀alkyl in which one or more of the carbons can be replaced by a -N(C₀₋₆alkyl)-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(C₀₋₆alkyl)-, -N(C₀₋₆alkyl)-C(O)-, -N(C₀₋₆alkyl)-C(O)-N(C₀₋₆alkyl)-, -C(O)-, -CH(OH), -C=C-, or -C≡C-;

with the proviso that compounds of formula I exclude compounds wherein one of R⁴ and R⁵ is hydrogen and the other is 2-OH and two of R⁶, R⁷, and R⁸ are hydrogen and the other is -OH in the para position;

with the proviso that compounds of formula II exclude compounds wherein HET-1 is



and excluding 4-(4-aminophenyl)-6-(4'-methoxybiphenyl-3-yl)pyrimidin-2-amine.

2. (Original) The compound according to Claim 1 represented by Formula (I), or a pharmaceutically acceptable salt thereof.

3. (Canceled)

4. (Canceled)

5. (Canceled)

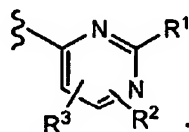
6. (Canceled)

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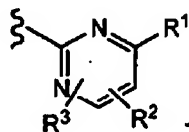
7. (Once Amended) The compound according to Claim 2, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



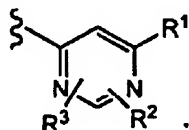
8. (Once Amended) The compound according to Claim 2, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



9. (Once Amended) The compound according to Claim 2, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



10. (Canceled)

11. (Once Amended) The compound according to Claim 2, or a pharmaceutically acceptable salt thereof, wherein

R6 is other than H and is attached at the ortho position.

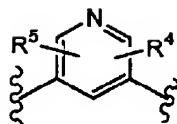
12. (Original) The compound according to Claim 1 represented by Formula (II), or a pharmaceutically acceptable salt thereof.

13. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

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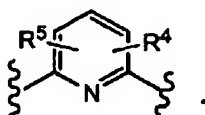
Page 10

HET-2 is



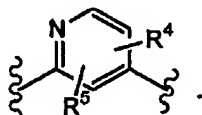
14. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is



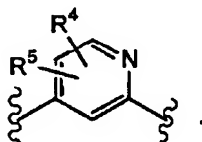
15. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is



16. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is

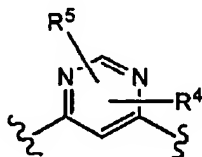


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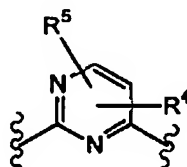
17. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is



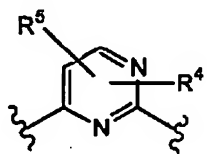
18. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is



19. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is

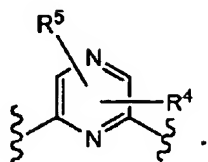


20. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is

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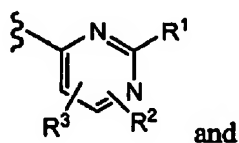
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21. (Cancelled)

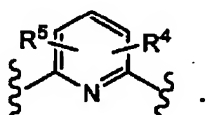
22. (Once Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



and

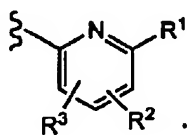
HET-2 is



23. (Canceled)

24. (Once Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is

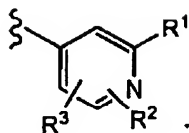


25. (Once Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

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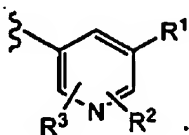
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HET-1 is



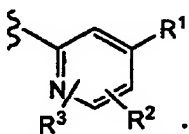
26. (Once Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



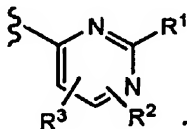
27. (Once Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



28. (Once Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is

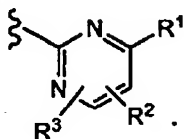


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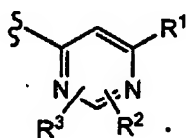
29. (Once Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



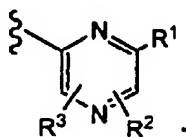
30. (Once Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



31. (Once Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is

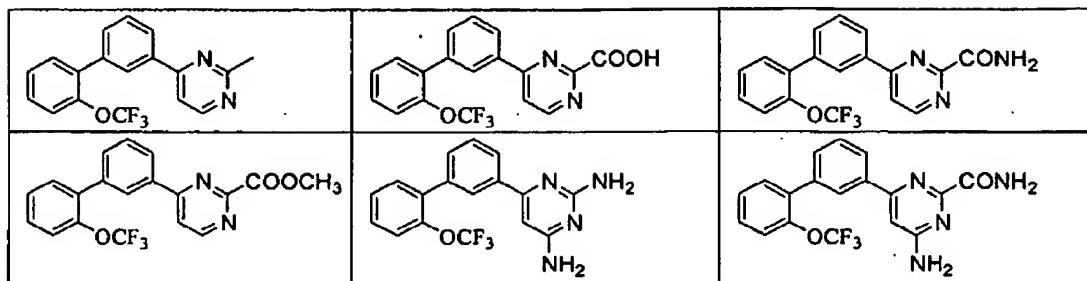


32. (Canceled)

33. (Original) A compound represented by

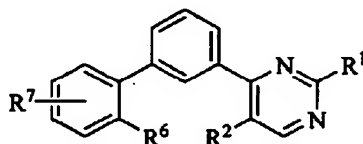
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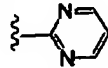
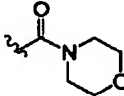
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or a pharmaceutically acceptable salt thereof.

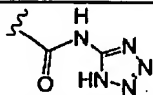

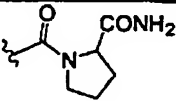
34. (Original) The compound of Claim 1 represented by



| R ⁶ | R ⁷ | R ² | R ¹ |
|------------------|----------------|----------------|--|
| OCF ₃ | H | H | H |
| OCF ₃ | H | H |  |
| OCF ₃ | H | H | -SCH ₃ |
| OCF ₃ | H | H | -SO ₂ CH ₃ |
| OCF ₃ | H | H | -SOCH ₃ |
| OCF ₃ | H | H | NH ₂ |
| OCF ₃ | H | H | NHSO ₂ CH ₃ |
| OCF ₃ | H | H | N(SO ₂ CH ₃) ₂ |
| OCF ₃ | H | H | NHCO(CH ₃) ₃ |
| OCF ₃ | H | H | CON(CH ₃)OCH ₃ |
| OCF ₃ | H | H |  |
| OCF ₃ | H | H | CH ₃ CO |
| OCF ₃ | H | H | CONHC(CH ₃) ₂ COOCH ₃ |
| OCF ₃ | H | H | CONHCH ₂ CH ₂ CN |
| OCF ₃ | H | H | CONHC(CH ₃) ₂ COOH |



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| R6 | R7 | R2 | R1 |
|------------------|----|-----------------|---|
| OCF ₃ | H | H | CONHC(CH ₃) ₂ CONH ₂ |
| OCF ₃ | H | H | CON(CH ₂ CH ₂) ₂ NH |
| OCF ₃ | H | H |  |
| OCF ₃ | H | H | CONHC(CH ₂) ₂ COOCH ₃ |
| OCF ₃ | H | H | CONHC(CH ₂) ₂ COOH |
| OCF ₃ | H | H | CONHC(CH ₂) ₂ CONH ₂ |
| OCF ₃ | H | H | CON(CH ₂) ₂ N(CH ₃) ₂ |
| OCF ₃ | H | H | CONHCH ₃ |
| OCF ₃ | H | H | CON(CH ₃) ₂ |
| OCF ₃ | H | H | COOCH ₃ |
| OCF ₃ | H | H | CONHCH(CH ₃)CONH ₂ (S) |
| OCF ₃ | H | H | CON(CH ₂) ₂  |
| OCF ₃ | H | H | CONHC(CH ₃) ₃ |
| OCF ₃ | H | H | CON(CH ₃) ₂ CH ₂ OH |
| OCF ₃ | H | H | CONHCH(CH ₃)CONH ₂ (R) |
| OCF ₃ | H | H |  |
| OCF ₃ | H | CH ₃ | CH ₃ |
| OCF ₃ | H | CH ₃ | COOH |
| OCF ₃ | H | CH ₃ | CONH ₂ |
| OCF ₃ | H | H | CONHCH ₂ CONH ₂ |
| OCF ₃ | H | Cl | CH ₃ |
| OCF ₃ | H | Cl | CONH ₂ |

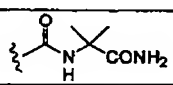
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| R6 | R7 | R2 | R1 |
|------------------|-------------------|----|--|
| OCF ₃ | H | H | NHCONH ₂ |
| CF ₃ | H | H | CH ₃ |
| CF ₃ | H | H | H |
| CF ₃ | H | H | COOH |
| CF ₃ | H | H | CONH ₂ |
| CF ₃ | H | H |  |
| CF ₃ | H | H | SH |
| CF ₃ | H | H | S-COCH ₃ |
| CF ₃ | H | H | Cl |
| CF ₃ | H | H | CN |
| CF ₃ | H | H |  |
| CF ₃ | 5-F | H | CH ₃ |
| CF ₃ | 5-F | H | COOH |
| CF ₃ | 5-F | H | CONH ₂ |
| CF ₃ | 4-F | H | CONH ₂ |
| CF ₃ | 4-Cl | H | CONH ₂ |
| Cl | 6-Cl | H | CONH ₂ |
| CF ₃ | 6-CF ₃ | H | COOH |
| CF ₃ | 6-CF ₃ | H | CONH ₂ |
| CF ₃ | 4-CF ₃ | H | CH ₃ |
| CF ₃ | 4-CF ₃ | H | COOH |






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| R ⁶ | R ⁷ | R ² | R ¹ |
|----------------------------------|-------------------|----------------|--|
| CF ₃ | 4-CF ₃ | H | CONH ₂ |
| CF ₃ | 4-CF ₃ | H |  |
| O-Ph | H | H | CH ₃ |
| O-Ph | H | H | COOH |
| O-Ph | H | H | CONH ₂ |
| H | O-Ph | H | CONH ₂ |
| Cl | H | H | CH ₃ |
| H | 3-Cl | H | CH ₃ |
| -SO ₂ NH-tBu | H | H | CH ₃ |
| -SO ₂ NH ₂ | H | H | CH ₃ |
| -CONH-tBu | H | H | CH ₃ |
| -CONH ₂ | H | H | CH ₃ |
| -CONH-tBu | H | H | COOH |
| -CONH-tBu | H | H | CONH ₂ |
| Cl | 3-Cl | H | COOH |
| Cl | 3-Cl | H | CONH ₂ |
| Cl | 3-Cl | H | COOCH ₃ |
| -SO ₂ NH-tBu | H | H | COOH |
| -SO ₂ NH ₂ | H | H | COOH |
| -SO ₂ NH-tBu | H | H | CONH ₂ |
| -SO ₂ NH ₂ | H | H | CONH ₂ |
| OtBu | H | H | CH ₃ |



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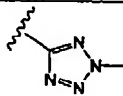


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| R6 | R7 | R2 | R1 |
|---|------------------------|----|-------------------|
| OtBu | H | H | COOH |
| OtBu | H | H | CONH ₂ |
|  | H | H | CH ₃ |
|  | H | H | COOH |
|  | H | H | CONH ₂ |
| OCH ₂ CF ₃ | H | H | CH ₃ |
| OCH ₂ CF ₃ | H | H | COOH |
| OCH ₂ CF ₃ | H | H | CONH ₂ |
| CHO | H | H | CONH ₂ |
| H | 3-CF ₃ | H | CONH ₂ |
| H | 4-CF ₃ | H | CONH ₂ |
| H | 3-F | H | CONH ₂ |
| H | 4-Cl | H | CONH ₂ |
| H | 4-F | H | CONH ₂ |
|  | H | H | CONH ₂ |
| OCH ₃ | 3-OCH ₃ | H | CONH ₂ |
| OCH ₃ | 5-Cl | H | CONH ₂ |
| CH ₃ | H | H | CONH ₂ |
| CH ₃ | 3-F | H | CONH ₂ |
|  | H | H | CONH ₂ |
| H | 4-(CH ₂ OH) | H | CONH ₂ |

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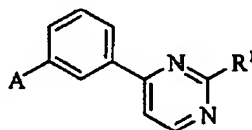
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| R6 | R7 | R2 | R1 |
|------------------|---------------------------|----|--|
| H | 3-Cl | H | CONH ₂ |
| H | 3-OEt | H | CONH ₂ |
| H | 4-OEt | H | CONH ₂ |
| F | H | H | CONH ₂ |
| CH ₃ | 6-CH ₃ | H | CONH ₂ |
| H | 4-tBu | H | CONH ₂ |
| H | 4-OCF ₃ | H | CONH ₂ |
| H | 4-COCH ₃ | H | CONH ₂ |
| H | 3-COCH ₃ | H | CONH ₂ |
| H | 3-(CH ₂ OH) | H | CONH ₂ |
| H | 4-CN | H | CONH ₂ |
| H | 3-OCF ₃ | H | CONH ₂ |
| F | 4-F | H | CONH ₂ |
| H | H | H | CONH ₂ |
| OCF ₃ | 4-N(Me)SO ₂ Me | H | CH ₃ |
| OCF ₃ | 4-N(Me)SO ₂ Me | H | CONH ₂ |
| OCF ₃ | 4-NHCO-tBu | H | CH ₃ |
| OCF ₃ | 4-NHCO-tBu | H | COOH |
| OCF ₃ | 4-NHCO-tBu | H | CONH ₂ |
| OCF ₃ | H | H |  |
| OCF ₃ | H | H |  |

| R6 | R7 | R2 | R1 |
|------------------|----|----|--|
| OCF ₃ | H | H |  |
| OCF ₃ | H | H |  |
| OCF ₃ | H | H | -CH ₂ CONH ₂ |
| OCF ₃ | H | H | -CH ₂ CN |
| OCF ₃ | H | H | -SO ₂ NHtBu |
| OCF ₃ | H | H | -SO ₂ NH ₂ |
| OCF ₃ | H | H | -SO ₂ NHMe |
| OCF ₃ | H | H | -CH ₂ OH |
| OCF ₃ | H | H | -CH(Me)OH |
| OCF ₃ | H | H | -CH ₂ NHCOCH ₃ |
| OCF ₃ | H | H | -CH ₂ OSO ₂ NH ₂ |
| OCF ₃ | H | H | -NHCH ₃ |
| OCF ₃ | H | H | -NH-CH(CH ₃) ₂ |
| OCF ₃ | H | H |  |

or a pharmaceutically acceptable salt thereof.

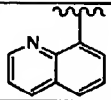
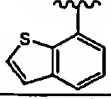
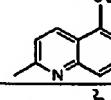
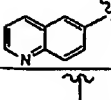
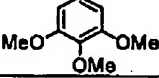

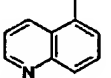
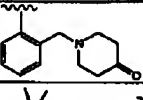
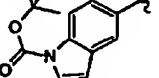
35. (Original) The compound of Claim 1 represented by



| | |
|---|----------------|
| A | R ¹ |
|---|----------------|

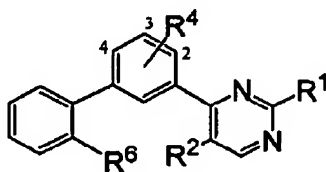
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| | |
|---|-------------------|
|  | CONH ₂ |
|  | CONH ₂ |
|  | CONH ₂ |
|  | CONH ₂ |
|  | CONH ₂ |
|  | CONH ₂ |
|  | CONH ₂ |
|  | CONH ₂ |
|  | CONH ₂ |

or a pharmaceutically acceptable salt thereof.

36. (Original) The compound of Claim 1 represented by



| R ₆ | R ₄ | R ₂ | R ₁ |
|------------------|----------------|----------------|-----------------|
| OCF ₃ | 4-F | H | CH ₃ |
| OCF ₃ | 4-F | H | COOH |

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| R6 | R4 | R2 | R1 |
|----------------------------------|-------------------------------------|----|--------------------|
| OCF ₃ | 4-F | H | COOCH ₃ |
| OCF ₃ | 4-F | H | CONH ₂ |
| CF ₃ | 4-F | H | COOCH ₃ |
| CF ₃ | 4-F | H | CONH ₂ |
| CF ₃ | 4-F | H | CH ₃ |
| OCF ₃ | 2-OCH ₂ Ph | H | CH ₃ |
| OCF ₃ | 2-OH | H | CH ₃ |
| OCF ₃ | 4-NHAc | H | CH ₃ |
| OCF ₃ | 4-NHAc | H | COOCH ₃ |
| OCF ₃ | 4-NHAc | H | CONH ₂ |
| OCF ₃ | 2-F | H | CH ₃ |
| OCF ₃ | 2-F | H | COOCH ₃ |
| OCF ₃ | 2-F | H | CONH ₂ |
| OCF ₃ | 4-Br | H | CH ₃ |
| OCF ₃ | 4-Br | H | COOCH ₃ |
| OCF ₃ | 4-Br | H | CONH ₂ |
| OCF ₃ | 4-Br | H | COOH |
| OCF ₃ | 4-Ph | H | CH ₃ |
| OCF ₃ | 4-Ph | H | COOCH ₃ |
| OCF ₃ | 4-Ph | H | CONH ₂ |
| OCF ₃ | 4-Cl | H | CH ₃ |
| OCF ₃ | 4-Cl | H | COOCH ₃ |
| OCF ₃ | 4-Cl | H | COOH |
| OCF ₃ | 4-Cl | H | CONH ₂ |
| OCF ₃ | 2-Cl | H | CH ₃ |
| OCF ₃ | 2-Cl | H | COOCH ₃ |
| OCF ₃ | 2-Cl | H | CONH ₂ |
| OCH ₂ CF ₃ | 4-F | H | CH ₃ |
| OCH ₂ CF ₃ | 4-F | H | COOCH ₃ |
| OCH ₂ CF ₃ | 4-F | H | COOH |
| OCH ₂ CF ₃ | 4-F | H | CONH ₂ |
| H | 4- OCH ₂ CF ₃ | H | CONH ₂ |

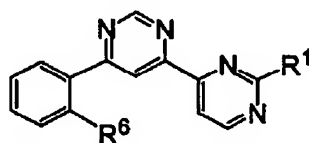
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| R ⁶ | R ⁴ | R ² | R ¹ |
|------------------|------------------------------------|-----------------|--------------------|
| OCF ₃ | 4-F | CH ₃ | CH ₃ |
| OCF ₃ | 4-F | CH ₃ | COOCH ₃ |
| OCF ₃ | 4-F | CH ₃ | CONH ₂ |
| F | 4-OCH ₂ CF ₃ | H | CONH ₂ |

or a pharmaceutically acceptable salt thereof.

37. (Currently Amended) The compound of Claim 1 represented by



| R ⁶ | R ²¹ |
|------------------|-------------------|
| CF ₃ | CH ₃ |
| CF ₃ | COOH |
| CF ₃ | CONH ₂ |
| OCF ₃ | CH ₃ |
| OCF ₃ | COOH |
| OCF ₃ | CONH ₂ |

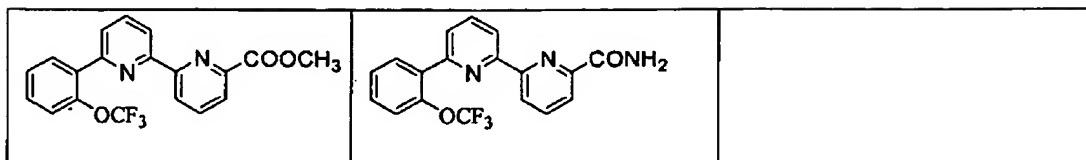
or a pharmaceutically acceptable salt thereof.

38. (Original) A compound represented by

| | | |
|--|--|--|
| | | |
| | | |

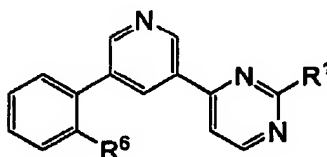
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or a pharmaceutically acceptable salt thereof.

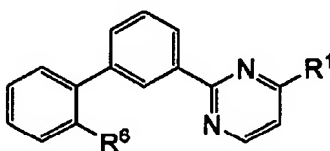
39. (Original) The compound of Claim 1 represented by



| R ⁶ | R ¹ |
|------------------|--------------------|
| OCF ₃ | CH ₃ |
| OCF ₃ | COOH |
| OCF ₃ | COOCH ₃ |
| OCF ₃ | CONH ₂ |

or a pharmaceutically acceptable salt thereof.

40. (Original) The compound of Claim 1 represented by



| R ⁶ | R ¹ |
|------------------|-------------------|
| OCF ₃ | CH ₃ |
| OCF ₃ | COOH |
| OCF ₃ | CONH ₂ |
| CF ₃ | CH ₃ |
| CF ₃ | COOH |
| CF ₃ | CONH ₂ |

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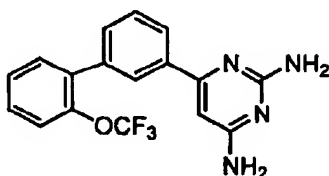
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or a pharmaceutically acceptable salt thereof.

41. (Canceled)

42. (Canceled)

43. (Original) A compound represented by



or a pharmaceutically acceptable salt thereof.

44. (Original) A pharmaceutical composition comprising a therapeutically effective amount of the compound according to Claim 1, or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.

45. (Once Amended) The pharmaceutical composition according to Claim 44, further comprising a second therapeutic agent selected from the group consisting of: i) opiate agonists, ii) opiate antagonists, iii) calcium channel antagonists, iv) 5HT receptor agonists, v) 5HT receptor antagonists vi) sodium channel antagonists, vii) NMDA receptor agonists, viii) NMDA receptor antagonists, ix) COX-2 selective inhibitors, x) NK1 antagonists, xi) non-steroidal anti-inflammatory drugs, xii) selective serotonin reuptake inhibitors, xiii) selective serotonin and norepinephrine reuptake inhibitors, xiv) tricyclic antidepressant drugs, xv) norepinephrine modulators, xvi) lithium, xvii) valproate, and xviii) neurontin.

46. (Canceled)

47. (Canceled)

48. (Canceled)

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49. (Canceled)

50. (Canceled)

51. (Canceled)

52. (Canceled)

53. (Canceled)

54. (Canceled)

55. (Canceled)

56. (Canceled)

57. (Canceled)

58. (Canceled)